

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	
NORTHWESTERN CORPORATION,)	Chapter 11
)	
Debtor.)	Case No. 03-12872 (CGC)
)	
)	
MAGTEN ASSET MANAGEMENT)	
CORPORATION & LAW DEBENTURE)	
TRUST COMPANY OF NEW YORK,)	
)	Adv. Pro. No. 04-53324 (CGC)
Plaintiffs,)	
)	
v.)	
)	
NORTHWESTERN CORPORATION,)	
)	
Defendant.)	

**JOINDER OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF NORTHWESTERN CORPORATION IN DEBTOR'S MOTION TO DISMISS
THE COMPLAINT OF MAGTEN ASSET MANAGEMENT CORPORATION
AND LAW DEBENTURE TRUST COMPANY OF NEW YORK**

The Official Committee of Unsecured Creditors (the "Committee") appointed in the above-captioned chapter 11 case of NorthWestern Corporation, ("NorthWestern" or the "Debtor"), by and through its undersigned counsel, hereby joins in the Debtor's Motion to Dismiss the Complaint of Magten Asset Management Corporation and Law Debenture Trust Company of New York (the "Plaintiffs") For Failure To State A Claim Upon Which Relief Can Be Granted (the "Motion To Dismiss").

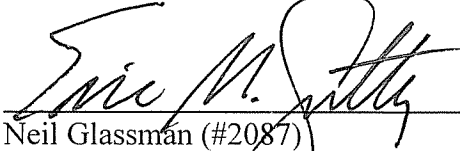
The Plaintiffs filed their Complaint To Avoid The Transfer of Assets of Clark Fork and BlackFoot LLC To NorthWestern Corporation on April 16, 2004 (the "Complaint"). As a result of its independent analysis, the Committee has determined that the Complaint fails to state a claim upon which relief can be granted. The Plaintiffs do

not have standing to bring the causes of action asserted in the Complaint because, by operation of the documents and instruments governing their claims, Plaintiffs are creditors of NorthWestern and not creditors of NorthWestern's non-debtor subsidiary, Clark Fork and BlackFoot LLC, the alleged transferor. For this and the other reasons set forth in the Motion To Dismiss, the Complaint should be dismissed.

WHEREFORE, the Committee respectfully requests that this Court dismiss the Complaint and grant such other relief as may be just and proper.

Dated: June 17, 2004

THE BAYARD FIRM



Neil Glassman (#2087)
Charlene D. Davis (#2336)
Eric M. Suttty (#4007)
222 Delaware Avenue, Suite 900
P.O. Box 25130
Wilmington, Delaware 19899
(302) 650-5000

- and -

PAUL, WEISS, RIFKIND, WHARTON
& GARRISON LLP

Alan W. Kornberg
Ephraim I. Diamond
Talía Gil
1285 Avenue of the Americas
New York, New York 10019
(212) 373-3000

Attorneys for the Official Committee
of Unsecured Creditors